

UNITED STATES DISTRICT COURT
FOR THE
DISTRICT OF MASSACHUSETTS

THE GIVING BACK FUND, INC.

Plaintiff

v.

MARK STEVERSON, RUDOLF & BEER,
LLP., LAURENCE H. RUDOLPH and
CORINA BIGGAR

Defendants

CIVIL ACTION NO. 02-CV-104446 RWZ

DECLARATION OF MARK STEVERSON

1. I am named as a defendant in this action. I am a practicing attorney and member of the Bar of the State of California. I am also associated with the law firm, Rudolph & Beer, LLP (the "Firm"), which has its principal place of business in New York, New York and is another named defendant in this action. As is shown in the accompanying Declaration of Laurence H. Rudolph, the Firm does not do business in Massachusetts.

2. I am a resident of the State of New York.

3. My contacts with Massachusetts have been sporadic and personal. I have never practiced law or conducted business in the Commonwealth. I do not represent any clients located in Massachusetts. At the request of the plaintiff, in approximately March of 2000, I agreed to allow my name to be added to its Board of Directors in what I understood to be essentially a ceremonial role which did not involve any responsibilities or compensation. I received no compensation from The Giving Back Fund and was not acting as an agent of the

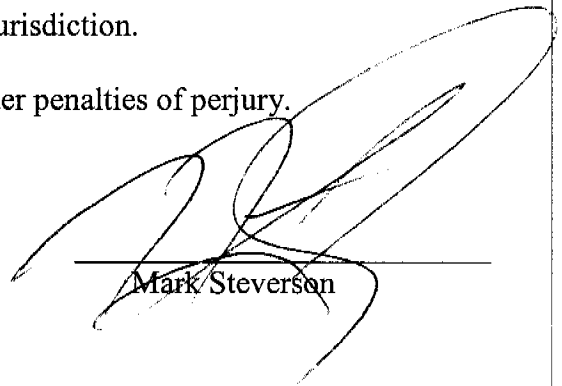
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Firm. I understand from the Complaint that I was removed from the Board in January 2002. I was not asked to perform (and did not perform) any services as a Director, I was not asked to attend (and did not attend) any Directors' meetings, and I have never been asked to transact (and did not transact) any business as a Director. I recall that on one occasion in March 2001 I traveled to Boston and met with Marc Pollick of the plaintiff.

WHEREFORE, it is respectfully requested that the Court enter an order dismissing Plaintiff's Complaint against me for lack of personal jurisdiction.

I hereby set forth that the foregoing is true under penalties of perjury.



Mark Steverson